

Law Offices of

CHAPMAN AND CUTLER LLP

Theodore S. Chapman  
1877-1943  
Henry E. Cutler  
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080  
Telephone (312) 845-3000  
Facsimile (312) 701-2361  
chapman.com

San Francisco  
595 Market Street  
San Francisco, California 94105  
(415) 541-0500

Salt Lake City  
50 South Main Street  
Salt Lake City, Utah 84144  
(801) 533-0066

October 17, 2004

RECORDATION NO. 25237-C

OCT 12 '04

12-42 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

Re: The Burlington Northern and Santa Fe Railway Company  
Leveraged Lease Financing  
BNSF 2004-G

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of the Trust Indenture Supplement No. 1 (BNSF 2004-G), dated as of October 13, 2004, between the CFT Investments 5 LLC, as Lessor (the "Lessor") and Wells Fargo Bank Northwest, National Association, as Indenture Trustee (the "Indenture Trustee"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement (BNSF 2004-G), dated as of October 13, 2004, between The Burlington Northern and Santa Fe Railway Company, as lessee (the "Lessee") and CFT Investments 5 LLC, as Lessor, which is being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed document are as follows:

Lessor: CFT Investments 5 LLC  
c/o GE Transportation Finance, Inc.  
Aviation House  
Shannon, Co. Clare  
Ireland  
Attention: Operations Manager - Transportation

Indenture Trustee: Wells Fargo Bank Northwest, National Association  
MAC: U1228-120  
299 South Main Street  
Salt Lake City, Utah 84111

1759468.01.02  
1586684

Law Offices of

CHAPMAN AND CUTLER LLP

Attention: Corporate Trust Services

The equipment covered as of the date hereof by the aforesaid Memorandum of Trust Indenture Supplement No. 1 consists of 40 Dash 9-44 CW Diesel Electric Locomotives bearing the reporting marks within the series BNSF 5055 through BNSF 5062, inclusive; BNSF 5064; BNSF 5065; BNSF 5500 through BNSF 5529, inclusive; all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Trust Indenture Supplement No. 1 (BNSF 2004-G) between CFT Investments 5 LLC, as Lessor, and Wells Fargo Bank Northwest, National Association, as Indenture Trustee.

A fee of thirty dollars (\$30.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2977).

Sincerely,

CHAPMAN AND CUTLER LLP

By \_\_\_\_\_  
August J. Francis

AJF:mg  
Enclosures

Law Offices of  
CHAPMAN AND CUTLER LLP

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
Dash 9-44 CW Diesel Electric Locomotives	40	BNSF 5055 through BNSF 5062, inclusive; BNSF 5064; BNSF 5065; BNSF 5500 through BNSF 5529, inclusive

RECORDATION NO.

25237-C  
FILED

MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1  
(BNSF 2004-G)

OCT 12 '04 12:42 PM

SURFACE TRANSPORTATION BOARD

Memorandum of Trust Indenture Supplement No. 1, made and entered into as of October 13, 2004, by and between CFT Investments 5 LLC, a Delaware limited liability company, as Lessor ("*Lessor*"), and Wells Fargo Bank Northwest, National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2004-G), dated as of October 1, 2004 (the "*Trust Indenture*"), by which the Lessor has granted a security interest to the Indenture Trustee in order to secure the Lessor's performance of certain obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Trust Indenture Supplement No. 1 (BNSF 2004-G), dated October 13, 2004, relating to the above-described Trust Indenture and extending the Lessor's grant of a security interest therein to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

CFT INVESTMENTS 5 LLC

By: GENERAL ELECTRIC CAPITAL SERVICES,  
INC., its Member

By T. Rodney Simons  
Name: T. RODNEY SIMONS  
Title: ATTORNEY-IN-FACT

Executed on this 7<sup>th</sup> day of October, 2004.

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of October, 2004.

**MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1  
(BNSF 2004-G)**

Memorandum of Trust Indenture Supplement No. 1, made and entered into as of October 13, 2004, by and between CFT Investments 5 LLC, a Delaware limited liability company, as Lessor ("*Lessor*"), and Wells Fargo Bank Northwest, National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

**WITNESSETH:**

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2004-G), dated as of October 1, 2004 (the "*Trust Indenture*"), by which the Lessor has granted a security interest to the Indenture Trustee in order to secure the Lessor's performance of certain obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Trust Indenture Supplement No. 1 (BNSF 2004-G), dated October 13, 2004, relating to the above-described Trust Indenture and extending the Lessor's grant of a security interest therein to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.


CFT INVESTMENTS 5 LLC

By: GENERAL ELECTRIC CAPITAL SERVICES,  
INC., its Member

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of October, 2004.

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION

By  \_\_\_\_\_  
Name: Brett R. King  
Title: Vice President

Executed on this 12<sup>th</sup> day of October, 2004.

State of Connecticut

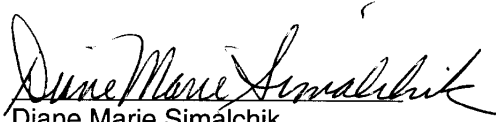
ss. (Stamford)

County of Fairfield

On this 7th day of October 2004, before me, Diane Marie Simalchik, the undersigned officer, personally appeared T. Rodney Sirmons, who acknowledged himself to be an Attorney-in-Fact of General Electric Capital Services, Inc., who is the Member of CFT Investments 5 LLC, and that he as Attorney-in-Fact, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Attorney-in-Fact.

In witness whereof I hereunto set my hand.

**DIANE MARIE SIMALCHIK**  
**NOTARY PUBLIC**  
**MY COMMISSION EXPIRES NOV. 30, 2005**

  
Diane Marie Simalchik  
Notary Public

My Commission Expires:  
November 30, 2005

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of October, 2004, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of CFT INVESTMENTS 5 LLC, that said instrument was signed on October \_\_\_\_, 2004 on behalf of said company by authority of its member, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF Utah )  
 ) SS.:  
COUNTY OF Salt Lake )

On this, the 12<sup>th</sup> day of October, 2004, before me, a Notary Public in and for said County and State, personally appeared Brian R. King, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on October 12, 2004 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Janice Bryant  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

 NOTARY PUBLIC  
JANICE BRYANT  
299 South Main Street, 12th Fl.  
Salt Lake City, Utah 84111  
My Commission Expires Sept. 14, 2005  
State of Utah

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
Dash 9-44 CW Diesel Electric Locomotives	40	BNSF 5055 through BNSF 5062, inclusive; BNSF 5064; BNSF 5065; BNSF 5500 through BNSF 5529, inclusive